



BURLINGTON NORTHERN RAILROAD

LAW DEPARTMENT

3800 Continental Plaza
777 Main Street
Ft. Worth, Texas 76102

(817) 878-2385
Docket No. BN 11976

RECORDATION NO. 11407-A FILED 1423

AUG 29 1990 - 11 10 AM

FEDERAL EXPRESS

INTERSTATE COMMERCE COMMISSION

August 28, 1990

Ms. Mildred Lee, Recordations
Interstate Commerce Commission
Room 2303
12th and Constitution Ave., N.W.
Washington, D.C. 20423

Re: Document for Recordation: Release of Security Interest
to Burlington Northern Inc. (now Burlington Northern
Railroad Company) Lease of Railroad Equipment, Dated
as of January 15, 1980

Dear Ms. Lee:

I am enclosing two counterparts of the document described
below to be recorded pursuant to Section 11303, Title 49 of
the United States Code.

The document to be recorded, a secondary document, is a
Release of Security Interest, dated August 21, 1990, by
which all right, title and interest in and to the existing
equipment covered by the Burlington Northern Inc. (now
Burlington Northern Railroad Company) Lease of Railroad
Equipment, dated as of January 15, 1980, is conveyed to
Burlington Northern Railroad Company.

The primary document to which the Release of Security
Interest is connected, was recorded with the Interstate
Commerce Commission on January 22, 1980, and assigned
Recordation No. 11407.

The names and addresses of the parties to the transaction
are:

Agent/Secured Party: Mercantile-Safe Deposit and
Trust Company
Two Hopkins Plaza
Baltimore, Maryland 21201

*Across Index
under 11408*

Ms. Mildred Lee
August 28, 1990
Page 2

Purchaser: Burlington Northern Railroad Company
3800 Continental Plaza
777 Main Street
Fort Worth, Texas 76102

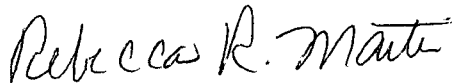
A general description of the equipment covered by the enclosed Release of Security Interest is shown on Exhibit A of said document.

A fee of \$15.00 is enclosed for recording the Release of Security Interest. Please return the original and any extra copies not needed by the Commission for recordation to the undersigned.

A short summary of the document to appear in the index follows:

Release of Security Interest, dated August 21, 1990, to the Burlington Northern Inc. (now Burlington Northern Railroad Company) Lease of Railroad Equipment (ICC Recordation No. 11407, January 22, 1980), conveying the equipment described on Exhibit A of said document.

Very truly yours,



Rebecca R. Martin
Legal Assistant

rrm/FINA0173.DOC

Enclosures

Interstate Commerce Commission
Washington, D.C. 20423

8/30/90

OFFICE OF THE SECRETARY

Rebecca R. Martin

Legal Assistant

Burlington Northern Railroad

3800 Continental Plaza

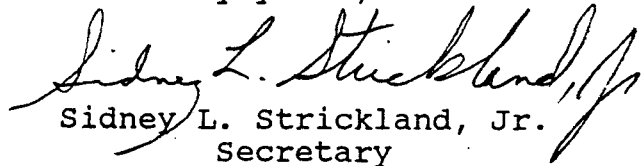
777 Main Street

Ft Worth, Texas 76102

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 8/29/90 at 11:10 AM , and assigned recordation number(s). 11407-A

Sincerely yours,


Sidney L. Strickland, Jr.
Secretary

11407-A
AUG 29 1990 - 11 10 AM
INTERSTATE COMMERCIAL BANK

Executed in 5 Counterparts
of which this is 5

RELEASE OF SECURITY INTEREST

WHEREAS, the undersigned Mercantile-Safe Deposit and Trust Company, as Trustee (the "Trustee") is the holder of a Security Interest in certain auto racks pursuant to the Security Agreement-Trust Deed ("Security Agreement") dated as of January 15, 1980, between the Agent and Cargill Leasing Corporation (the "Lessor") in connection with a Lease of Railroad Equipment (the "Lease") dated as of January 15, 1980, between Burlington Northern Inc. (now Burlington Northern Railroad Company) (the "Lessee"), and the Lessor; and

WHEREAS, pursuant to the Security Agreement, a security interest in certain collateral was granted to Trustee to secure payment of certain Secured Notes issued by Lessor; and

WHEREAS, pursuant to the Security Agreement, and except as so limited therein, a security interest in all right, title, interest, power, privileges, and remedies of the Lessor was assigned to the Trustee; and

WHEREAS, all obligations under the Participation Agreement have been satisfied by final payment of the Secured Notes issued by the Lessor;

NOW, THEREFORE, for good and valuable consideration, the undersigned acknowledges payment in full and does


further hereby fully release its Security Interest and all right, title, and interest it may have had pursuant to the Security Agreement, in and to the auto racks described in Exhibit A attached hereto.

The Security Agreement was recorded with the Interstate Commerce Commission on January 22, 1980, and assigned ICC Recordation number 11408. The Lease was recorded with the Interstate Commerce Commission on January 22, 1980, and assigned ICC recordation number 11407.

The party below has caused this instrument to be executed in its name by its duly authorized representative on the 21 day of August, 1990.

MERCANTILE-SAFE DEPOSIT AND TRUST
COMPANY, AS TRUSTEE

By: _____


VICE PRESIDENT

ATTEST:



STATE OF MARYLAND

COUNTY OF

Harford

)
) SS
)

On this 21 day of August, 1990, before me personally appeared R. E. Schreiber, to me personally known, who, being by me duly sworn, says that he/she is a VICE PRESIDENT of Mercantile-Safe Deposit and Trust Company, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Agulovich
Notary Public

My commission expires:

July 1, 1995

Exhibit A to Release
of Security Interest

Description of Locomotives

| <u>No.</u> | <u>Description</u> | <u>BN Nos.</u> |
|------------|----------------------|---|
| 109 | Bi-level auto racks | 7072-7123, 7125-7129, 7131-7180 |
| 41 | Tri-level auto racks | 4836-4844, 4846-4855, 4857-4863, 4865-4876 |